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SEP 16 2002

The undersigned, pursuant to Senate Bill No. 2395, Chapter 402, Laws of 1994, hereby executes the following Certificate of Dissolution or Cancellation and sets forth:

1. Name of Limited Liability Company

Socially Unconscious Productions, L.L.C.

2. The reason for filing the certificate of
(Complete and mark appropriate box)

dissolution



cancellation is

pursuant to Forrest County Chancery Court Order in Cause No. 02-0297-GN

3. The future effective date of
(Complete and mark appropriate box)

dissolution



cancellation is

4. Any other information the members or managers determine to include

By: Signature

(Please keep writing within blocks)

Printed Name

John W. Flynt

Title

Member

Street and Mailing Address

Physical Address

2201 "N" Street, NW

P.O. Box

City, State, ZIP5, ZIP4

Washington

DC

20037

Certificate of Dissolution or Cancellation



By: Signature

(Please keep writing within blocks)

Printed Name

Title

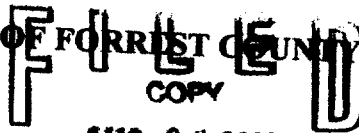
Street and Mailing Address

Physical
Address

P.O. Box

City, State, ZIP5, ZIP4

IN THE CHANCERY COURT OF FORREST COUNTY, MISSISSIPPI



AUG 26 2002

Jimmy C. Howard
Clerk of Court

IN THE MATTER OF THE
DISSOLUTION OF SOCIALLY
UNCONSCIOUS PRODUCTIONS, L.L.C.

CAUSE NO. 02-0297-GN-TH

**ORDER DISSOLVING
SOCIALLY UNCONSCIOUS PRODUCTIONS, L.L.C.**

THIS MATTER came on for hearing this day on the Petition to Dissolve Socially Unconscious Productions, L.L.C., filed herein by Petitioner, John W. Flynt, and pursuant to Summons to Sara E. Champagne (address and whereabouts unknown), Stephen G. Phillips (address and whereabouts unknown), any and all creditors of Socially Unconscious Productions, L.L.C. and any and all persons who have an interest in Socially Unconscious Productions, L.L.C., which was published in the *Hattiesburg American*, a newspaper published in Forrest County, Mississippi, on June 28, 2002, July 5, 2002, and July 12, 2002, as evidenced by Proof of Publication dated July 12, 2002, filed herein, and the Court, being fully advised in the premises, hereby finds that it has jurisdiction of the parties and subject matter and finds as follows, to-wit:

1.

Socially Unconscious Productions, L.L.C. (the "Company") is a Mississippi limited liability company, which was formed by the filing of a Certificate of Formation with the Mississippi Secretary of State on February 16, 1999. A certified copy of said Certificate of Formation issued by the Mississippi Secretary of State is attached to the Petition as Exhibit "A" and is incorporated therein.

The Company currently is in existence and in good standing with the Mississippi Secretary of State, as evidenced by a Certificate dated February 12, 2002, issued by the Mississippi Secretary of State. A copy of said Certificate is attached to the Petition as Exhibit "B" and is incorporated therein.

2.

The organizational meeting of the members of the Company was held on February 19, 1999. Present at this meeting were John W. Flynt, Sara E. Champagne, and Stephen G. Phillips, who constituted all of the initial members of the Company. At this organizational meeting, the members unanimously adopted an Operating Agreement for the Company dated February 19, 1999, which was signed by all of the members. A copy of said Operating Agreement is attached to the Petition as Exhibit "C" and incorporated therein.

3.

No additional members have been admitted to the Company since the organizational meeting of the members held on February 19, 1999. Article XIII, Section 3 of the Operating Agreement restricts the transfer of a member's interest in the Company and requires that written notice of a proposed transfer of a member's interest must be given by certified mail to all of the other members. No such notice has been received by the Petitioner, who is a member of the Company. Petitioner has not transferred his membership interest in the Company and is not aware of any attempt to transfer or purported transfer by any of the other members of their membership interests in the Company. John W. Flynt, Sara E. Champagne, and Stephen G. Phillips, therefore, continue to constitute all of the members of the Company. As set forth in the Operating Agreement, the ownership interests of the members is as follows:

John W. Flynt 70%
Sara E. Champagne 20%
Stephen G. Phillips 10%

4.

The Company was formed to engage in the financing, development, production, distribution and selling of animation films, videotapes and television programs and to do any and all acts necessary, convenient or related thereto. The Company engaged in this business from the date of its formation on February 16, 1999, until March, 2000. At that time, the Company ceased all operations and has not engaged in business or any operations since that time. Stephen G. Phillips ceased performing services for the Company and his employment was terminated by the Company as of January 14, 2000. Sara E. Champagne ceased performing services for the Company and resigned her employment with the Company in February, 2000.

5.

Both Stephen G. Phillips and Sara E. Champagne have moved since March, 2000, and did not provide the company with their new addresses. Petitioner does not have a current home address or telephone number or work address or telephone number for either Stephen G. Phillips or Sara E. Champagne. The whereabouts of both Stephen G. Phillips and Sara E. Champagne is unknown to the Petitioner.

6.

The Company presently owns no assets or property of any type. At the time the Company ceased operations in March, 2000, all rents, salaries, vendors' bills, taxes and miscellaneous expenses were paid in full. The following are the only outstanding liabilities of the Company: (1) an

indebtedness in the principal amount of \$96,000.00, plus interest, owed by the Company to Joel R. Flynt and Laura W. Flynt (who are the parents of the Petitioner, John W. Flynt) and John W. Flynt; (2) an indebtedness in the principal amount of \$6,000.00, plus interest, owed by the Company to Joel R. Flynt and Laura W. Flynt; and (3) an indebtedness in the principal amount of \$68,194.04, plus interest, owed by the Company to Joel R. Flynt and Laura W. Flynt. These indebtednesses are for loans obtained by the Company from said individuals. The Company has not made any payments of principal or interest on any of said loans. The Company has no income with which to pay said indebtedness.

7.

The registered agent for the Company is John W. Flynt. The registered office of the Company is located in Forrest County, Mississippi, at 109 Danbury Lane, Hattiesburg, Mississippi 39402-3011.

8.

As stated above, the Company has not engaged in any operations or business since March, 2000, and has been inactive since that date. Petitioner, who owns a 70% interest in the Company, does not plan to re-commence the Company's business or operations. Petitioner has submitted that it is not reasonably practicable for the Company to carry on its business in conformity with the Certificate of Formation or the Limited Liability Company Operating Agreement. Petitioner, therefore, has requested that the Court decree dissolution of the Company pursuant to Section 79-29-802 of the *Mississippi Code of 1972*.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that:

1. Socially Unconscious Productions, L.L.C. is hereby dissolved in accordance with Section 79-29-802 of the *Mississippi Code of 1972*; and
2. The Petitioner, John W. Flynt, as a member of Socially Unconscious

Productions, L.L.C., is hereby authorized to file with the Mississippi Secretary of State on behalf of the Company a Certificate of Dissolution and any other documents necessary in order to complete the dissolution of the Company and to take any other actions necessary to complete the dissolution of the Company.

SO ORDERED, ADJUDGED AND DECREED this the 26th day of August, 2002.

/s/ JAMES H.C. THOMAS, JR.
CHANCELLOR

Prepared by:
Kenneth Harmon
Brunini, Grantham, Grower & Hewes, PLLC
Post Office Drawer 119
Jackson, MS 39205
(601) 948-3101

ATTEST
A True Copy
This the 26th day of August, 2002
JIMMY C. HAVARD, Clerk
CHANCERY COURT, FORREST
COUNTY, MISSISSIPPI
By: Anita Bennett, PC